

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT		1. CONTRACT ID CODE		PAGE OF PAGES 1 2	
2. AMENDMENT/MODIFICATION NO. 03		3. EFFECTIVE DATE 05/11/2015		4. REQUISITION/PURCHASE REQ. NO. 15PR01588-04	
5. PROJECT NO. (if applicable) 1108281		6. ISSUED BY Office of Naval Research Ms. Mary Helen Dent Adams Code 254, mary.dent@navy.mil 875 North Randolph Street Arlington VA 22203		7. ADMINISTERED BY (If other than Item 6) SCD-C ONR REG ADMIN ATLANTA ATLANTA REGION OFFICE 100 ALABAMA STREET SW SUITE 4R15 ATLANTA GA 30303-3104	
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) ADVANCED TECHNOLOGY INTERNATIONAL Attn: NATALIE CORELLA 315 Sigma Drive Summerville SC 29483		9A. AMENDMENT OF SOLICITATION NO.		9B. DATED (SEE ITEM 11)	
CODE 1G3V8 FACILITY CODE		X 10A. MODIFICATION OF CONTRACT/ORDER NO. N00014-14-D-0377 0002		10B. DATED (SEE ITEM 13) 08/21/2014	

11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS

☐ The above numbered solicitation is amended as set forth in Item 14. The hour and date specified for receipt of Offers ☐ is extended. ☐ is not extended.
Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended, by one of the following methods : (a) By completing Items 8 and 15, and returning _____ copies of the amendment; (b) By acknowledging receipt of this amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGEMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.

12. ACCOUNTING AND APPROPRIATION DATA (If required)

Not Applicable

13. THIS ITEM ONLY APPLIES TO MODIFICATION OF CONTRACTS/ORDERS. IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.

CHECK ONE	A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: (Specify authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.
	B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation date, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b).
	C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF:
X	D. OTHER (Specify type of modification and authority) Bilateral Modification, FAR 43.103(a)

E. IMPORTANT: Contractor ☐ is not. ☒ Is required to sign this document and return 1 copies to the issuing office.

14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

NAVRIS / SDN Number: 1108281

The purpose of this modification is to revise Section J to add Attachment 2, Department of Defense Contract Security Classification Specification (DD 254). All other terms and conditions remain in full force and effect.

The total amount of the base and exercised options is 2,953,163

<p>NATALIE A. CORELLA EXECUTIVE VICE PRESIDENT CONTRACTS AND COMPLIANCE</p>		<p>15A. NAME AND TITLE OF MEMBER (Type or print) 15B. CONTRACTOR/OFFEROR (b)(6)</p>		<p>16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Digitally signed by ADAMS.MARY.H.1247762465 DN: c=US, o=U.S. Government, ou=DoD, ou=PKI, ou=15A DATE SIGNED cn=ADAMS.MARY.H.1247762465 Date: 2015.05.08 10:38:09 -05'00'</p>	
<p>15C. DATE SIGNED 5/8/15</p>		<p>16B. UNITED STATES OF AMERICA H.1247762465 (Signature of Contracting Officer)</p>			

Effective as of the date of this Modification:

1. Section J is revised as follows (**changes in BOLD**):

Attachment Number	Attachment Title	Date	Number of Pages	Cross Reference Materials	Document Version
Exhibit A	CDRLs	08/20/2014	1		BASE
Encl 1	Enclosure 1	08/20/2014	2		BASE
1	NSAM COE Statement of Work	08/20/2014	10		BASE
2	Department of Defense Contract Security Classification Specification DD 254	05/07/2015	4		03

**EXCEPT AS PROVIDED HEREIN, ALL OTHER TERMS AND CONDITIONS OF THIS
CONTRACT REMAIN UNCHANGED AND IN FULL FORCE AND EFFECT.**

DEPARTMENT OF DEFENSE CONTRACT SECURITY CLASSIFICATION SPECIFICATION <i>(The requirements of the DoD Industrial Security Manual apply to all security aspects of this effort.)</i>				1. CLEARANCE AND SAFEGUARDING SER:059-15 a. FACILITY CLEARANCE REQUIRED <div style="text-align: center;">SECRET</div> b. LEVEL OF SAFEGUARDING REQUIRED <div style="text-align: center;">NONE</div>	
2. THIS SPECIFICATION IS FOR: <i>(X and complete as applicable)</i>				3. THIS SPECIFICATION IS: <i>(X and complete as applicable)</i>	
<input checked="" type="checkbox"/>	a. PRIME CONTRACT NUMBER N00014-14-D-0377 / 0002		<input checked="" type="checkbox"/>	a. ORIGINAL <i>(Complete date in all cases)</i> DATE (YYYYMMDD) 20150506	
	b. SUBCONTRACT NUMBER			b. REVISED <i>(Supersedes all previous specs)</i>	REVISION NO. DATE (YYYYMMDD)
	c. SOLICITATION OR OTHER NUMBER	DUE DATE (YYYYMMDD)		c. FINAL <i>(Complete Item 5 in all cases)</i> DATE (YYYYMMDD)	
4. IS THIS A FOLLOW-ON CONTRACT? <input checked="" type="checkbox"/> YES <input type="checkbox"/> NO. If Yes, complete the following: Classified material received or generated under <u>N00014-09-D-0584</u> <i>(Preceding Contract Number)</i> is transferred to this follow-on contract.					
5. IS THIS A FINAL DD FORM 254? <input type="checkbox"/> YES <input checked="" type="checkbox"/> NO. If Yes, complete the following: In response to the contractor's request dated _____, retention of the classified material is authorized for the period of _____.					
6. CONTRACTOR <i>(Include Commercial and Government Entity (CAGE) Code)</i>					
a. NAME, ADDRESS, AND ZIP CODE Advanced Technology International 315 Sigma Drive Summerville, SC 29483			b. CAGE CODE 1G3V8	c. COGNIZANT SECURITY OFFICE <i>(Name, Address, and Zip Code)</i> Defense Security Service (IOFSV) 277 Bendix Road, Suite 200 Virginia Beach, VA 23452	
7. SUBCONTRACTOR					
a. NAME, ADDRESS, AND ZIP CODE N/A			b. CAGE CODE	c. COGNIZANT SECURITY OFFICE <i>(Name, Address, and Zip Code)</i> N/A	
8. ACTUAL PERFORMANCE					
a. LOCATION N/A			b. CAGE CODE	c. COGNIZANT SECURITY OFFICE <i>(Name, Address, and Zip Code)</i> N/A	
9. GENERAL IDENTIFICATION OF THIS PROCUREMENT					
The contractor shall operate the Naval Shipbuilding and Advanced Manufacturing Center of Excellence (NSAM COE) to function as an ONR ManTech Center of Excellence. The contractor shall identify, develop and transition shipbuilding and advanced manufacturing technologies to US shipyards and other industrial facilities to reduce the cost and time to build and repair key naval platforms, as identified in the Navy ManTech Investment Strategy. This task order is for project development and management of Standard Projects and Mega Rapid Response Projects within the NSAM COE.					
10. CONTRACTOR WILL REQUIRE ACCESS TO:		YES	NO	11. IN PERFORMING THIS CONTRACT, THE CONTRACTOR WILL:	
a. COMMUNICATIONS SECURITY (COMSEC) INFORMATION			<input checked="" type="checkbox"/>	a. HAVE ACCESS TO CLASSIFIED INFORMATION ONLY AT ANOTHER CONTRACTOR'S FACILITY OR A GOVERNMENT ACTIVITY	
b. RESTRICTED DATA			<input checked="" type="checkbox"/>	b. RECEIVE CLASSIFIED DOCUMENTS ONLY	
c. CRITICAL NUCLEAR WEAPON DESIGN INFORMATION			<input checked="" type="checkbox"/>	c. RECEIVE AND GENERATE CLASSIFIED MATERIAL	
d. FORMERLY RESTRICTED DATA			<input checked="" type="checkbox"/>	d. FABRICATE, MODIFY, OR STORE CLASSIFIED HARDWARE	
e. INTELLIGENCE INFORMATION				e. PERFORM SERVICES ONLY	
(1) Sensitive Compartmented Information (SCI)			<input checked="" type="checkbox"/>	f. HAVE ACCESS TO U.S. CLASSIFIED INFORMATION OUTSIDE THE U.S., PUERTO RICO, U.S. POSSESSIONS AND TRUST TERRITORIES	
(2) Non-SCI		<input checked="" type="checkbox"/>		g. BE AUTHORIZED TO USE THE SERVICES OF DEFENSE TECHNICAL INFORMATION CENTER (DTIC) OR OTHER SECONDARY DISTRIBUTION CENTER	
f. SPECIAL ACCESS INFORMATION			<input checked="" type="checkbox"/>	h. REQUIRE A COMSEC ACCOUNT	
g. NATO INFORMATION			<input checked="" type="checkbox"/>	i. HAVE TEMPEST REQUIREMENTS	
h. FOREIGN GOVERNMENT INFORMATION			<input checked="" type="checkbox"/>	j. HAVE OPERATIONS SECURITY (OPSEC) REQUIREMENTS	
i. LIMITED DISSEMINATION INFORMATION			<input checked="" type="checkbox"/>	k. BE AUTHORIZED TO USE THE DEFENSE COURIER SERVICE	
j. FOR OFFICIAL USE ONLY INFORMATION		<input checked="" type="checkbox"/>		l. OTHER <i>(Specify)</i>	
k. OTHER <i>(Specify)</i> Item 10b; See Section 13		<input checked="" type="checkbox"/>			

12. PUBLIC RELEASE. Any information (classified or unclassified) pertaining to this contract shall not be released for public dissemination except as provided by the Industrial Security Manual or unless it has been approved for public release by appropriate U.S. Government authority. Proposed public releases shall be submitted for approval prior to release ☐ Direct ☒ Through (Specify)

Office of Naval Research, Attn: Neil Graf, One Liberty Center, 875 North Randolph Street, Arlington, VA 22203-1995

to the Directorate for Freedom of Information and Security Review, Office of the Assistant Secretary of Defense (Public Affairs)* for review.
*In the case of non-DoD User Agencies, requests for disclosure shall be submitted to that agency.

13. SECURITY GUIDANCE. The security classification guidance needed for this classified effort is identified below. If any difficulty is encountered in applying this guidance or if any other contributing factor indicates a need for changes in this guidance, the contractor is authorized and encouraged to provide recommended changes; to challenge the guidance or the classification assigned to any information or material furnished or generated under this contract; and to submit any questions for interpretation of this guidance to the official identified below. Pending final decision, the information involved shall be handled and protected at the highest level of classification assigned or recommended. (Fill in as appropriate for the classified effort. Attach, or forward under separate correspondence, any documents/guides/extracts referenced herein. Add additional pages as needed to provide complete guidance.)

- 10.e (2): Access to Non-SCI information requires a need-to-know and a final U.S. Government clearance commensurate with the level of this contract. Prime contractor shall submit a written request to release Intelligence Information to the official listed in Item 16.a

1. Generation of classified information is not authorized at contractor facility.
2. Any classified information generated in the performance of this contract shall be classified according to the markings shown on the source material. Classification guidance will be provided as necessary by the Program Officer.
3. Document preparation and distribution shall be only as prescribed by the Program Officer.
4. Forward copies of any subcontractor DD254's issued incident to this contract to the official shown in item 16.a below.
5. The attached For Official Use Only (FOUO) and Intelligence Information Sheets are hereby made a part of this DD 254.
6. To obtain documentation/information submit requests to official listed in 16.a below.

Office of Naval Research Program Officer
Attn: Mr. Neil Graf
One Liberty Center
875 North Randolph Street
Arlington, VA 22203-1995
Phone: 703-696-0344; Email: neil.graf@navy.mil

14. ADDITIONAL SECURITY REQUIREMENTS. Requirements, in addition to ISM requirements, are established for this contract. ☐ Yes ☒ No
(If Yes, identify the pertinent contractual clauses in the contract document itself, or provide an appropriate statement which identifies the additional requirements. Provide a copy of the requirements to the cognizant security office. Use Item 13 if additional space is needed.)

15. INSPECTIONS. Elements of this contract are outside the inspection responsibility of the cognizant security office. ☐ Yes ☒ No
(If Yes, explain and identify specific areas or elements carved out and the activity responsible for inspections. Use Item 13 if additional space is needed.)

16. CERTIFICATION AND SIGNATURE. Security requirements stated herein are complete and adequate for safeguarding the classified information to be released or generated under this classified effort. All questions shall be referred to the official named below.

a. TYPED NAME OF CERTIFYING OFFICIAL
Diana Pacheco (diana.pacheco@navy.mil)

b. TITLE
Contracting Officer for Security Matters

c. TELEPHONE (Include Area Code)
703-696-8177

d. ADDRESS (Include Zip Code)
Office of Naval Research
One Liberty Center, 875 North Randolph Street
Arlington, VA 22203-1995

e. SIGNATURE
(b)(6)

17. REQUIRED DISTRIBUTION

- | | |
|-------------------------------------|---|
| <input checked="" type="checkbox"/> | a. CONTRACTOR |
| <input type="checkbox"/> | b. SUBCONTRACTOR |
| <input checked="" type="checkbox"/> | c. COGNIZANT SECURITY OFFICE FOR PRIME AND SUBCONTRACTOR |
| <input type="checkbox"/> | d. U.S. ACTIVITY RESPONSIBLE FOR OVERSEAS SECURITY ADMINISTRATION |
| <input checked="" type="checkbox"/> | e. ADMINISTRATIVE CONTRACTING OFFICER |
| <input checked="" type="checkbox"/> | f. OTHERS AS NECESSARY ONR 03MT. 43, 254 |

"FOR OFFICIAL USE ONLY" (FOUO) INFORMATION SHEET"1. General

a. The "For Official Use Only" (FOUO) marking is assigned to information at the time of its creation by a DoD Agency. It is not authorized as a substitute for a security classification marking but is used on official government information that may be withheld from the public under exemptions 2 through 9 of the Freedom of Information Act.

b. Use of the FOUO marking does not mean that the information cannot be released to the public, only that it must be reviewed by the Government prior to its release to determine whether a significant and legitimate government purpose is served by withholding the information or portions of it.

2. Identification Markings

a. An unclassified document containing FOUO information will be marked "For Official Use Only" at the bottom of the front cover (if any), on the first page, on each page containing FOUO information, on the back page, and on the outside of the back cover (if any). No portion markings will be shown.

b. Within a classified document, an individual page that contains both FOUO and classified information will be marked at the top and bottom with the highest security classification of information appearing on the page. If an individual portion contains FOUO information but no classified information, the portion will be marked "FOUO."

c. Any "For Official Use Only" information released to a contractor by a DoD Agency is required to be marked with the following statement prior to transfer:

This document contains information EXEMPT FROM MANDATORY DISCLOSURE under the FOIA. Exemption(s) _____ apply.

d. Removal of the "For Official Use Only" marking can only be accomplished by the originator or other competent authority. When the "For Official Use Only" status is terminated, all known holders will be notified to the extent practical.

3. Dissemination. Contractors may disseminate "For Official Use Only" information to their employees and subcontractors who have a need for the information in connection with a classified contract.

4. Storage. During working hours, "For Official Use Only" information shall be placed in an out-of-sight location if the work area is accessible to persons who do not have a need for the information. During nonworking hours, the information shall be stored to preclude unauthorized access. Filing such material with other unclassified records in unlocked files or desks is adequate when internal building security is provided during nonworking hours. When such internal security control is not exercised, locked buildings or rooms will provide adequate after-hours protection or the material can be stored in locked receptacles such as file cabinets, desks, or bookcases.

5. Transmission. "For Official Use Only" information may be sent via first-class mail or parcel post. Bulky shipments may be sent by fourth-class mail.

6. Disposition. When no longer needed, FOUO information may be disposed of by tearing each copy into pieces to preclude reconstructing, and placing it in a regular trash container or as directed by the DoD Agency.

7. Unauthorized Disclosure. Unauthorized disclosure of "For Official Use Only" information does not constitute a security violation but the releasing agency should be informed of any unauthorized disclosure. The unauthorized disclosure of FOUO information protected by the Privacy Act may result in criminal sanctions.

INTELLIGENCE INFORMATION SHEET

1. The material does not become the property of the contractor and may be withdrawn at any time. Upon expiration of the contract, all intelligence released and any material using data from the intelligence will be returned to the releasing contracting command or activity [Chief of Naval Research (ONR 43)] for final disposition unless retention is authorized. The contracting command or activity [Chief of Naval Research (ONR 43)] will provide a copy of the retention authorization to ONI-5.
2. Contractors will not release the intelligence material to any activity or person of the contractor's organization not directly engaged in providing services under the contract or to another contractor (including sub-contractors), government agency, private individual, or organization without prior approval of the originator of the material, as outlined in governing directives, and prior approval and certification of need-to-know by the designated project manager/contract sponsor [Chief of Naval Research (ONR 43)].
3. Intelligence material will not be released to foreign nationals or immigrant aliens who may be employed by the contractor, regardless of the level of their security clearance or access authorization, except with the specific permission of ONI-5 requested via the Chief of Naval Research (ONR 43).
4. Intelligence material will not be reproduced without prior approval of the originator. All intelligence material shall bear a prohibition against reproduction while in the custody of the contractor.
5. Contractors will maintain records which will permit them to furnish, on demand, the names of individuals who have access to intelligence material in their custody.